

ARTICLES OF INCORPORATION

OF

RAWLS CLOTHING, INC.

The undersigned, VIRGINIA S. RAWLS, a natural person over the age of nineteen (19) years and acting as incorporator of the corporation under the Code of Alabama, do hereby make, file and adopt the following Articles of Incorporation and become thereunder a body corporate for the purpose of carrying on the business hereinafter described:

FIRST: The name of the corporation shall be RAWLS CLOTHING, INC.

SECOND: The period of the corporation's duration shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows:

1. To carry on and conduct a general retail clothing business, to include sales of clothing of every kind and description for all individuals; to sell clothing for cash or on credit; to purchase or manufacture any kind and every kind of clothing either for cash or on credit for subsequent resale at retail and to do any and everything necessary or incidental to the successful operation of such retail store and to carry on all activities necessary or proper to accomplish the purposes set forth herein.

2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this Act.

The corporation shall have the power, to the extent that a corporation organized under the Business Corporation Act of the State of Alabama may now or hereafter lawfully do so, to do each and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the purposes, or the exercise of any one or more of the powers herein enumerated, or designed directly or indirectly to promote the interest of the corporation or to enhance the value of its property; and in general to do any and

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all things and exercise any and all powers, rights, and privileges for which a corporation may now or hereafter be organized under the Business Corporation Act of the State of Alabama, or any act amendatory thereof, supplemental thereto, or substituted therefor.

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BOOK The foregoing provisions of this item shall be construed both as purposes and powers and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the corporation may have under present or future laws of the State of Alabama, and the purposes and powers hereinbefore specified shall, except when otherwise provided in this Article, be in nowise limited or restricted by reference to, or inference from, the terms or any provisions of this or any other section of this Certificate of Incorporation; but such provision shall not be construed to permit the corporation to carry on any business, or to exercise any power, or to do any act which a corporation now or hereafter organized under the Business Corporation Act of the State of Alabama may not at the time lawfully carry on, exercise, or do; and provided further that the corporation shall not carry on any business or exercise any power in the state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is FIVE THOUSAND (5,000). All of such stock shall be common and all of such stock shall have a par value of Ten Dollars (\$10.00) per share. The initial issue of corporate stock shall be in the amount of ONE THOUSAND (1,000) shares which have been subscribed for.

FIFTH: The following provisions are adopted for the regulation of the internal affairs of the corporation:

1. Each holder of any shares of the corporation shall have the preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or

hereafter authorized or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

2. Any action which may be taken by the Board of Directors in a duly called and conducted meeting, pursuant to the laws of the State of Alabama, may be taken by them without a meeting, provided that such action is taken unanimously and that the unanimous consent of the Directors to such action, without a meeting, is evidenced by a written statement signed by all Directors and inserted into the books of the corporation.

SIXTH: The address of the initial REGISTERED OFFICE of the corporation is Lot 86-Greenpark South, Pelham, Alabama 35124, and the name of its initial REGISTERED AGENT at such address is VIRGINIA S. RAWLS.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is Three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify, is as follows:

<u>Name</u>	<u>Address</u>
Virginia S. Rawls	Lot 86 Greenpark South Pelham, Alabama 35124
James E. Rawls	Lot 86 Greenpark South Pelham, Alabama 35124
H. E. Smith, Jr.	1900 Greenvale Road Birmingham, Al. 35226

EIGHTH: The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Virginia S. Rawls	Lot 86 Greenpark South Pelham, Alabama 35124

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this the 31st day of January, 1983.

Virginia S. Rawls
Incorporator



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Rawls Clothing, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Rawls Clothing, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is _____.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 27, 1983 - expires 5-28-83

Date

Don Siegelman

Secretary of State



State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

RAWLS CLOTHING, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of RAWLS CLOTHING, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of RAWLS CLOTHING, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 4th day of FEBRUARY, 19 83.



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1983 FEB -4 PM 1:29
THOMAS A. SPOWELL, JR.
JUDGE OF PROBATE

Thomas A. Spowell, Jr.
Judge of Probate

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